




J. Craig Whitley
United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE:

OLDCO, LLC, SUCCESSOR BY MERGER
TO COLTEC INDUSTRIES INC,

Debtor.

Case No. 17-BK-30140

Chapter 11

**ORDER ESTABLISHING CASE MANAGEMENT AND NOTICE
PROCEDURES IN OLDCO, LLC'S CHAPTER 11 CASE AND SINGLE
MASTER SERVICE LIST**

Upon the Debtors' Motion for An Order Establishing Case Management and Notice Procedures in OldCo, LLC's Chapter 11 Case and Single Master Service List in Debtors' Chapter 11 Cases (the "Motion"); and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157; and upon the record herein; and upon consideration of the First Day Declaration,¹ and after due deliberation thereon, the Court makes the following findings of fact and conclusions of law:

A. The relief requested in the Motion is in the best interest of Coltec and its estate and the application of the Notice Procedures set forth in the Motion to the Coltec Bankruptcy Case is fair and reasonable;

¹ Capitalized terms used but not defined herein shall have the meanings ascribed in the Motion.

B. Adoption of the Notice Procedures in the Coltec Bankruptcy Case will substantially reduce administrative burdens and result in substantial cost savings to Coltec's estate because of the reduction of time and money Coltec will have to expend on the Filings;

C. Adoption of the Notice Procedures in the Coltec Bankruptcy Case will also significantly reduce the administrative and economic burden placed on creditors and parties in interest when filing the Filings;

D. The Notice Procedures are tailored to attempt to ensure that all parties in interest that may be directly affected by the relief sought by a particular Filing or Adversary Pleading will receive notice of such Filing or Adversary Pleading directly from the party submitting the Filing or Adversary Pleading to the Court; and

E. Notice of the Motion has been due and sufficient under the circumstances. Now, therefore, based upon the foregoing,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Notice Procedures are hereby APPROVED for use in the Coltec Bankruptcy Case. All Filings and Adversary Pleadings in the Coltec Bankruptcy Case shall be subject to the Notice Procedures, unless otherwise ordered by this Court (including, without limitation, an order upon Coltec's motion to limit notice of the commencement of the Coltec Bankruptcy Case).
3. Notice in the Coltec Bankruptcy Case is hereby limited to only (a) those parties and entities listed in the Master Service List (defined below), (b) those parties as may be necessary under the procedures described in Paragraph 4 below, and (c) each party with a particularized interest in the subject of the Filing or directly affected by the Filing.

4. If notices are required by Bankruptcy Rules 2002(a)(2), (3) or (6), 4001, 6004, 6006, 6007, or 9019, parties shall serve all such Filings on the Master Service List and also in accordance with the following procedures, unless otherwise authorized by this Court:

- a. Filings related to the use, sale, lease or abandonment of property other than in the ordinary course of business shall be served on each entity having a known interest in the property;
- b. Filings related to relief from, or otherwise related to, the automatic stay shall be served on each entity having a lien or encumbrance on the affected property;
- c. Filings relating to obtaining credit shall be served on each entity with a lien or other interest in property on which a lien is proposed to be granted;
- d. Filings relating to approval of proposed compromises or settlements shall be served on any entity that is a party to the compromise or settlement or which may be directly adversely affected thereby;
- e. Filings relating to rights under section 365 of the Bankruptcy Code shall be served on each party to the executory contract(s) or unexpired lease(s) affected thereby; and
- f. Notice of other matters for which the Bankruptcy Rules specifically require notice to all parties in interest shall be served on all creditors and equity holders of Coltec and parties in interest, except as set forth herein or as otherwise authorized by this Court.

5. Except as set forth herein or as otherwise authorized by the Court, proceedings described in Bankruptcy Rule 2002 shall be noticed in accordance with the applicable provisions of that rule.

6. Any entity submitting a Filing is required to serve notice of such Filing on the parties entitled to service of the Filing and the 2002 List Parties (as defined below), and such notice must include the title of the Filing, the time and date of any objection deadline, and the Applicable Hearing Date.

7. The request to use a single Master Service List in the Garlock Bankruptcy Case and the Coltec Bankruptcy Case is hereby APPROVED. All Filings in the Garlock Bankruptcy

Case and the Coltec Bankruptcy Case shall be served upon the following list of parties and entities (the “Master Service List”):

- a. the Office of the United States Bankruptcy Administrator for the Western District of North Carolina;
- b. Coltec, Garlock, Garrison, Anchor, and their respective counsel of record;
- c. counsel of record for the committee of general unsecured creditors appointed in the Garlock Bankruptcy Case;
- d. counsel of record for the committee of general unsecured creditors appointed in the Coltec Bankruptcy Case if one is appointed by the Court;
- e. counsel of record for the Garlock Committee;
- f. the members of the Ad Hoc Committee;
- g. counsel of record for Bank of America, as post-petition senior secured lender;
- h. counsel of record for the Future Asbestos Claimants’ Representative in the Garlock Bankruptcy Case;
- i. the person appointed by the Court in the Coltec Bankruptcy Case as the legal representative for the interests of the holders of all future personal injury claims and demands against Coltec and counsel of record for such legal representative;
- j. representatives of the local International Association of Machinists and Aerospace Workers;
- k. those persons who formally appear and request service in the Coltec Bankruptcy Case pursuant to Bankruptcy Rule 2002 (the “2002 List Parties”);
- l. the United States of America by service upon (i) the Securities and Exchange Commission; (ii) the Department of the Treasury by service upon the Internal Revenue Service, Attn: Insolvency Unit; (iii) the office of the United States Attorney for the Western District of North Carolina; (iv) the Pension Benefit Guaranty Corporation; (v) the U.S. Department of Health & Human Services; and (vi) the Centers for Medicare & Medicaid Services; and
- m. to the extent not set forth above, all persons and entities identified on the Garlock Master Service List as of the date of this Motion.

8. If Coltec Asbestos Claimants are appointed as new members to the Garlock Committee, Debtors shall not thereafter be required to serve such members of the Ad Hoc Committee and shall be permitted to remove the members of the Ad Hoc Committee from the Master Service List.

9. To the extent allowed by the Bankruptcy Rules or the Local Rules of the United States Bankruptcy Court for the Western District of North Carolina, notices may include a statement that the relief requested in the Filing will be granted without a hearing if no objection is timely filed.

10. The Master Service List (after giving effect to this Order) is attached hereto as Exhibit A. The Debtors shall update the Master Service List on a monthly basis to include the names and addresses of any parties in interest who have made a written request for notice since the prior month, such updated Master Service List to be filed with the Court and circulated to all parties appearing thereon only in the event that there is a change in the Master Service List.

11. Notice given in accordance with the foregoing Notice Procedures shall be deemed adequate pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Rules for the United States Bankruptcy Court for the Western District of North Carolina.

12. Any party may request that the Court reconsider entry of this Order by filing a motion for reconsideration within fourteen (14) days of service of this Order.

13. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

This Order has been signed electronically. The judge's signature and court's seal appear at the top of the Order.

United States Bankruptcy Court

EXHIBIT A

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